FCC 602 Main Form

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 - 0799 Se-einstructionsfor public burden esbmate



| pplicant/Licensee Information | <u> </u> | <u> </u> | | | |
|---|-----------------------|---|---|------------------------------|-----------------------------------|
| 1) First Name (if individual): | MI: | Last Name: | | | Suffix: |
| 2) Applicant Name (if entity): D&E/Omnipoint Wireless Joint Venture, L.P. | | | 3) Applicant TIN: |) - | |
| elated FCC Regulated Businesses of Applicant/Lice | ensee | | | _ | |
| Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary): | Prir | 4b) ncipal Business: | 4c) TIN: | | 4d) Percent of terest Held: |
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| ignature Typed or Printed Name of Party Authorized to Sign | | T | | | |
| First Name: Craig | MI: A. | Last Name: Floerchinger | | s | uffix: |
| Title: | | | | | |
| Vice President, General Partner | | | | | |
| Signature: | | | | Date: 6/30/0 | o |
| Failure To Sign This Application May Result In Dismissal Of The | Application | n And Forfeiture Of Any F | ees Paid | | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY A Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE FORFEITURE (U.S. Code, Title 47, Section 503). | TTACHMEN OR CONSTR | TS ARE PUNISHABLE BY UCTION PERMIT (U.S. Co | FINE AND/OR IMPRISON de, Title 47, Section 312 | MENT (U.S. Co 2(a)(1)), A | de, Title 18 , ND/OR |

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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) Suffix 1) Disclosable Interest Holder's First Name (if individual): MI: Last Name: 2) Disclosable Interest Holder's Name (if entity): 3) Disclosable Interest Holder's TIN: CIVS PAI, LLC 4) Disclosable Interest Holder's Address: 3605 132nd Avenue, S.E., Suite 100, Bellevue, Washington 98006 5) Type of Interest in Applicant () 6) Disclosable Interest Holder is a(n): (7) Percent of Interest Held in Applicant: (refer to Instructions for list) (refer to instructions for list of codes): 49% 8) Disclosable Interest Holder's Type of Ownership 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): United States 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): CIVS PA I, LLC; D&E Omnipoint Wireless Joint Venture, L.P. (Applicant) (See Attachment 1)

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| interest riolaers (repeat for each | interest floraer facilities) | |
|------------------------------------|---|---|
| 11b) Principal Business: | llc) TIN: | 11d) Percent of Interest Held: |
| Commercial Mobile Radio Service | | 49% |
| Commercial Mobile Radio Service | | 49% |
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| | | |
| | Principal Business: Commercial Mobile Radio Service Commercial Mobile Radio | Principal Business: Commercial Mobile Radio Service Commercial Mobile Radio |

FCC Ownership Disclosure information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) Last Name: suffix: 1) Disclosable Interest Holder's First Name (if individual): 2) Disclosable Interest Holder's Name (if entity): 3) Disclosable Interest Holder's TIN: CIVS PA II, LLC 4) Disclosable Interest Holder's Address: 3605 132nd Avenue, S.E., Suite 100, Bellevue, Washington 98006 5) Type of Interest in Applicant (6) Disclosable Interest Holder is a(n): (7) Percent of Interest Held in Applicant: (refer to Instructions for list) (refer to instructions for list of codes): 1% 8) Disclosable Interest Holder's Type of Ownership 9) Disclosable Interest Holder's Country of Citizenshio: (refer to instructions for list); United States 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):

CIVS PA II, LLC; D&E Omnipoint Wireless Joint Venture, L.P. (Applicant) (See Attachment 1)

Related FCC Regulated Businesses of Disclosable nterest Holders (repeat for each interest holder identified) 11a) 11b) llc) 11d) Name and address of all FCC Regulated Businesses Principal Business: TIN: Percent of owned by Disclosable Interest Holder listed in #3 (use Interest Held: additional sheets, if necessary): D&E Omnipoint Wireless Joint Venture, L.P. Commercial Mobile Radio 1% Applicant Service Omnipoint Philadelphia-E. Lancaster E License LLC Commercial Mobile Radio 1% address same as Applicant Service

(see Attachment 1)

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) suffix: 1) Disclosable Interest Holder's First Name (if individual): Last Name: 3) Disclosable Interest Holder's TIN: 2) Disclosable Interest Holder's Name (if entity): Cook Inlet/VS GSM III PCS, LLC 4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503 5) Type of Interest in Applicant (6) Disclosable Interest Holder is a(n): (7) Percent of Interest Held in Applicant: (refer to Instructions for list) (refer to instructions for list of codes): 50% I 8) Disclosable Interest Holder's Type of Ownership 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): United States G, L 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet/VS GSM III PCS, LLC; CIVS PA II, LLC; D&E Omnipoint Wireless Joint Venture, L.P. (Applicant)

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | lib) Principal Business: | llc) TIN: | IId) Percent of Interest Held: |
|---|-------------------------------------|--------------|--------------------------------|
| CIVS PA I, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006 | Commercial Mobile Radio Services | | 50.1% |
| CIVS PA II, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006 | Commercial Mobile Radio Services | | 50.1% |
| CIVS PA III, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006 | Commercial Mobile Radio Services | | 50.1% |
| D&E Omnipoint Wireless Joint Venture, L.P. Applicant | Commercial Mobile Radio Service | | 50% |
| Omnipoint Philadelphia-E. Lancaster E License LLC address same as Applicant | Commercial Mobile Radio Service | al to- | 50% |
| | | | _ |
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| | | | ECC 402 Schodulo A |

Venture, L.P. (Applicant) (See Attachment 1)

(continued on next page)

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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isclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) suffix: 1) Disclosable Interest Holder's First Name (if individual): Last Name: 2) Disclosable Interest Holder's Name (if entity): Disclosable Interest Holder's TIN: Cook Inlet GSM, Inc. 4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, AK 99503 6) Dixlosable Interest Holder is a(n): (7) Percent of Interest Held in Applicant: 5) Type of Interest in Applicant ((refer to Instructions for list) (refer to instructions for list of codes): 50% \mathbf{C} 9) Disclosable Interest Holder's Country of Citizenship: 8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): United States G, L 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet GSM, Inc.; Cook Inlet/VS GSM III PCS, LLC; CIVS PA II, LLC; D&E Omnipoint Wireless Joint

| Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 11b) Principal Business: | 11c) TIN: | 11d) Percent of Interest Held: |
|---|-------------------------------------|--------------|--------------------------------------|
| Cook Inlet/VS GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503 | Commercial Mobile Radio Services | 1333207 | 50.1% |
| Cook Inlet/VS GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503 | Commercial Mobile Radio Services | 1-310-2003 | 50.1% |
| Cook Inlet/VoiceStream PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503 | Commercial Mobile Radio Services | 94 - 879325 | 50.1% |
| CIVS PA I, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006 | Commercial Mobile Radio Services | 22-3720781 | 50.1% |
| CIVS PA II, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006 | Commercial Mobile Radio Services | 72-372(078) | 50.1% |
| CIVS PA III, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006 | Commercial Mobile Radio Services | 2,3720700 | 50.1% |
| Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006 | Commercial Mobile Radio Services | T. Markey | 50.1% |
| | DOCUMENT OF THE PARTY | | |

(elated FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

Schedule for Disclosable Interest Holders

| isclosable Interest Holder Information | (complete as | many | s required to describe a | II disclosable interest holders) | |
|--|-------------------|------------|-----------------------------|--------------------------------------|-----------|
| 1) Disclosable Interest Holder's First Name (if inc | lividual): | MI: | Last Name: | | Suffix: |
| | | | | | |
| 2) Disclosable Interest Holder's Name (if entity): | | | | 3) Disclosable Interest Holder's T | IN: |
| Cook Inlet GSM, Inc. (continued) | | | | | |
| 4) Disclosable Interest Holder's Address: | | | | | |
| | | | | | |
| 5) Type of Interest in Applicant () | | | st Holder is a(n): () | 7) Percent of Interest Held in App | olicant: |
| (refer to Instructions for list) | (refer to in: | structions | s for list of codes): | | |
| | | | | | |
| 8) Disclosable Interest Holder's Type of Ownersh | ip | | 9) Disclosable Interest I | Holder's Country of Citizenship: | |
| (refer to instructions for list): | | | | | |
| | | | | | |
| 10) Relationship Description (if the discloseable in | nterest holder is | an indire | ect owner, list path of own | ership from indirect owner to the ap | plicant): |
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| telated FCC Regulated Businesses of Disclosal | ele Interest Holders (repeat for e | each interest holder ide | ntified) |
|---|-------------------------------------|--------------------------|--------------------------------------|
| IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 11b) Principal Business: | 11c) TIN: | 11d) Percent of Interest Held: |
| Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006 | Commercial Mobile Radio Service | | 50.1% |
| Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006 | Commercial Mobile Radio Services | | 50.1% |
| Cook Inlet/VoiceStream License Company, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue. Washington 98006 | Commercial Mobile Radio Service | | 50.1% |
| D&E Omnipoint Wireless Joint Venture, L.P. Applicant | Commercial Mobile Radio Service | | 50% |
| Omnipoint Philadelphia-E. Lancaster E License LLC address same as Applicant | Commercial Mobile Radio Service | | 50% |
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FCC Ownership Disclosure Information for the

Wireless Telecommunications Services

Approved by OMB 3060 -0799 Seemstructionsfor publicburden estimate

Schedule for Disclosable Interest Holders

| isclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) | | | | | | |
|--|---|--|-------------------------|--|----------|--|
| 1) Disclosable Interest Holder's First Name (if individual): MI: Last Name: | | | | | suffix: | |
| | | | | | | |
| 2) - Disclosable Interest Holders Name (if entity): Cook Inlet Region, Inc. | | | | Diedloeshla Intaraet Holdar's | TIN: | |
| 4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503 | | | | | | |
| 5) Type of Interest in Applicant () (refer to instructions for list) I | Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C | | | 7) Percent of Interest Held in App 50.1% | olicant: | |
| Disclosable Interest Holder's Type of Ownersh (refer to instructions for list): | ip | | 9) Disclosable Interest | Holders Country of Citizenship: | | |
| G _r L United States | | | | | | |
| 30) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet Region, Inc.; Cook Inlet GSM, Inc.; Cook Inlet/VS GSM 111 PCS, LLC; CIVS PA II, LLC; D&E Omnipoint Wireless Joint Venture, L.P. (Applicant) (See Attachment 1) | | | | | | |

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| 11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary). | 11b) Protopal Business: | Hc) TIN: | 11d) Percent of Interest Heid: |
|--|-------------------------------------|-------------------------------------|--------------------------------------|
| Cook Inlet/VorceStream PV/SS PCS, L.P. 2625 C Street, Suite 500 Anchorage, Alaska 99502 | Commercial Mobile Radio Services | | 42.86% (contro!) |
| Cnok, Intel/VS GSM II PCS, LLC 2525 C Street, Suite 500 Anthorage, Alaska 99503 | Commercial Mobile Radio Services | | 50.1% |
| Cook Inlet/VS GSM IN PCS - ELC 2525 C Street, Suite 500 Anchorage, Alaska 99503 | Commercial Mobile Radio | province and a second | 50.1% |
| Cook Inlet/VoiceStream PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503 | Commercial Mobile Radio Services | | 50.1% |
| CIVS PATEUC 3605-132nd Avenue, S.E., Suite 100 Believue, Washington 98005 | Commercial Mobile Radio Services | 4 to 1989 information accurates the | 50.1% - |
| CIVS PA II, LLC 3605-132nd Avenue, S.E., State 180 Bellevue, Washington 98006 | Commercial Mobile Radio Services | | 50.1% |
| CIVS PA III, LLC 3605-132nd Avenúe, S.E., Suite 100 Bellevue, Washington 98006 | Commercial Mobile Radio Services | | 50.1% |
| (continued next page) | | | |

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) Suffixa MI: Last Name: 1) Disclosable Interest Holder's First Name (if individual): 3) Disclosable Interest Holders TIN: 2) -Disclosable Interest Holders Name (if entity): Cook Inlet Region, Inc. (continued) 4) Disclosable Interest Holders Address: 6) Disclosable Interest Holder is a(n): (7) Percent of Interest Held in Applicant: 5) Type of Interest in Applicant ((refer to instructions for list of codes): (refer to Instructions for list) 9) Disclosable Interest Holders Country of Citizenship: 8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): **10)** Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat) for each interest holder identified)

| 11a) Name and address of all FCC Requiated Businesses owned by Disclosable Interest Horder Listed in #3 (use additional sheets, if necessary): | . 11b) Principal Business: | He) Th: | Ltd) Percent of Interest Held |
|--|--|--|-------------------------------------|
| Alaska Interstate Construction, LLC 649 W. 54 th Ave., P.O. Box 23 376 9 Anchorage, AK. 99523 | Construction | | 40% |
| Pezk Services USA 450 Gears Road, Suite 850 Houston, TX 77067 | Oilfield and Refinery Services | | 50% |
| Paak USA Energy Services, Etd 450 Gnars Road, Suite 858 Houston, TX 77067 | Oilfield Trucking Services | | 50% |
| Alaska Heritage Tours, Inc. 2528 C Street, Suite 405 Anchorage, AK 99503 | Boat Tours, Lodging and Tourism | | 100% |
| Peak Oilfield Service Company 2525 C St., Suite 201, Anchorage, AK 99503 | Oilfield Services and Construction | WO GO OF THE PROPERTY OF THE P | 50% - |
| Alaska Høverdraft Ventures 1029 West 3 st Ave., Suite 150 Anchprane, AK 99503 | Hovercraft Sales, Leasing, and Operations | 70-000-1144-44-44-44-44-44-44-44-44-44-44-44-4 | 33.33% |
| Construction Machinery, Inc. 5400 Homer Dr., Anchorage, AK 99510 | Heavy Equipment Distribution | | 100% |
| (continued next page) | | | |

WP-pg9

FCC 602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
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| Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) | | | | | |
|---|------------|-----|--|------------------------------------|---------|
| 1) Disclosable Interest Holders First Name (if in | dividual): | MI: | Last Name: | | suffix: |
| | | | | | |
| 2) Disclosable Interest Holders Name (if entity): Cook Inlet Region, Inc. (continued) | | | | 3) Disclosable Interest Holders TI | N: |
| | | | | | |
| 4) Disclosable Interest Holders Address: | | | | | |
| 5) Type of Interest in Applicant () (refer to Instructions for list) | | | Holder is a(n): () as for list of codes): | 7) Percent of Interest Held in App | licant: |
| 8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 9) Disclosable Interest Holders Country of Citizenship: | | | | | |
| †0) Relationship Description (if the discloseable interest holder is an indirect owner, I st path of ownership from indirect owner to the applicant): | | | | | |

telated FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| 11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder Inter in # 1 (use additional sheets, if necessary) | .11b) Presipal Business: | tic) Tin. | 11d) Percent of Interest Held |
|---|-------------------------------------|---|--|
| Cook Inlet/VoiceStream License Company, LLC 3605-132nd Avenue, S.E., Suite 100 Ballevue, Washington 98000 | Commercial Hobile Radio Service | x | 50.1% |
| Omniporat Atlantic City License, ELC 3605 132nd Avenue, S.E., State 100 Bellevier, Washington 98006 | Commercial Mobile Radio Service | · · | 50.1% |
| Omnipoint Philadelphila License, LLC 3605-L3283 Avenue, S.E., Suite 100 Bellevue, Washington 980xi6 | Commercial Mobile Radio Services | | 50.1% |
| Ommpoint Dover License, LLC 3605-132nd Avenue, S.E., Suite 100 Believue, Washington 98006 | Commercial Mobile Radio Services | | 50.1% |
| Cook Inlet Region of Georgia, Inc. 1525 € Street, Suite 500 Anchorage, Alaska 99503 | Commercial Mobile Radio Services | | 100% |
| Omnipoint Philadelphia-E. Lancaster & License LLC address same as Applicant | Commercial Mobile Fadio Service | | 50% |
| D&E Omnipoint Wireless Joint Venture, L.P. Applicant | Commercial Mobile Radio Service | | 50% |
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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

| 1) Disclosable Interest Holder's First Name (if Inc | lividual): | MI: | Last Name: | | Suffix: |
|--|---|-----|--|--|------------|
| 2) Disclosable Interest Holder's Name (if entity): D&E Wireless, Inc. | | _ | | 3) Disclosable Interest Holder's TI | N: |
| Disclosable Interest Holder's Address: 4139 Oregon Pike, Ephrata, Pennsy | /Ivania 1752 | 22 | | | |
| 5) Type of Interest in Applicant () (refer to Instructions for list) D | Disclosable Interest Holder is a(n): ((refer to instructions for list of codes): C | | | 7) Percent of Interest Held in App 50% | licanţ; |
| 8) Disclosable Interest Holder's Type of Ownersh (refer to instructions for list): G, L | nip | | 9) Disclosable Interest United States | Holder's Country of Citizenship: | |
| 10) Relationship Description (if the discloseable D&E Wireless, Inc.; D&E/Omnipoint | | | | | oplicant): |

| elated FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified) | | | | | | | |
|---|---------------------------------|--------------|--------------------------------------|--|--|--|--|
| IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 11b) Principal Business: | llc) TIN: | 11d) Percent of Interest Held: | | | | |
| D&E Omnipoint Wireless Joint Venture, L.P. Applicant | Commercial Mobile Radio Service | | 50% | | | | |
| Omnipoint Philadelphia-E. Lancaster E License LLC address same as Applicant | Commercial Mobile Radio Service | | 50% | | | | |
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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

| Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) | | | | | | | |
|---|---|---|------------|---|---------|--|--|
| Disclosable Interest Holder's First Name (if inc.) | lividual): | MI: | Last Name: | | suffix: | | |
| Disclosable Interest Holder's Name (if entity): D&E Communications, Inc. | | | | 3) Disclosable Interest Holder's TI | N: | | |
| 4) Disclosable Interest Holder's Address: 124 East Main Street, P.O. Box 458, Ephrata, Pennsylvania 17522 | | | | | | | |
| 5) Type of Interest in Applicant () (refer to Instructions for list) | Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C | | | 7) Percent of Interest Held in Applicant: 50% | | | |
| 8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G L | | 9) Disclosable Interest Holder's Country of Citizenship: United States | | | | | |
| 10) Relationship Description (if the discloseable D&E Communications, inc.; D&E W (see Attachment 1) | | | | | ' | | |

Related FCC Resulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 11b) Principal Business: | llc) TIN: | 11d) Percent of Interest Held: |
|---|---------------------------------|--------------|--------------------------------|
| Denver and Ephrata Telephone and Telegraph 4139 Oregon Pike, Ephrata, PA 17522 | Communications | | 100% |
| D&E Omnipoint Wireless Joint Venture, L.P. Applicant | Commercial Mobile Radio Service | | 50% |
| Omnipoint Philadelphia-E. Lancaster E License LLC address same as Applicant | Commercial Mobile Radio Service | | 50% |
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FCC FORM 602 ATTACHMENT 1 Page 1 of 2

OWNERSHIP

D&E/Omnipoint Wireless Joint Venture, L.P. ("D&E Venture"), a **Delaware** limited partnership, submits the following information to describe in more detail the ownership structure of **D&E** Venture as set forth in Item 10, Schedule A of FCC Form 602.

Direct Ownership

The address of D&E Venture is as follows:

D&E/Omnipoint Wireless Joint Venture, L.P. 3650 13 1 st Avenue, S.E., Suite 200 Bellevue, Washington 98006

Indirect Ownership

D&E Venture has two general partners and two limited partners.

The first general partner, D&E Wireless, Inc., holds a one percent general partnership interest in D&E Venture. D&E Wireless, Inc., is a wholly-owned subsidiary of D&E Communications Inc. No shareholder in D&E Communications, Inc. holds a 10 percent or greater interest in D&E Communications, Inc.

D&E Wireless, Inc., also holds a 49 percent limited partnership interest in D&E Venture.

The second general partner, CIVS PA II, LLC ("CIVS PA"), a Delaware limited liability company, holders a one percent general partnership interest in D&E Venture. CIVS PA, in turn, is a wholly-owned subsidiary of Cook Inlet/VS GSM III PSC, LLC ("CIVS III"), a Delaware limited liability company.

CIVS III, a Delaware Manager-run limited liability company, has two members. The first member, Cook Inlet GSM, Inc. ("CIGSM"), a Delaware corporation, holds 50.1 percent of all member interests in CIVS III and holds 100 percent of all Manager member interests in CIVS III. CIGSM, in turn, is a wholly-owned subsidiary Cook Inlet Region, Inc. ("CIRI"), an Alaska corporation. Pursuant to the Commission's attribution criteria, CIRI holds a 100 percent indirect interest in CIVS PA II. No CIRI shareholder holds a 10 percent or greater interest in CIVS PA II. The second member, Omnipoint Investment, LLC ("Omnipoint"), a limited liability company, holds 49.9 percent of all member interests in CIVS III and holds no Manager member interests in CIVS III. Omnipoint is a wholly-owned indirect subsidiary of VoiceStream Wireless Corporation ("VWC"), a Delaware corporation. Pursuant to the

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Commission's attribution criteria, each of Omnipoint and VWC holds a 49.9 percent indirect interest in CIVS PA II. For ownership information related to VWC and its subsidiaries, please see the most recent FCC Form 602 Ownership Disclosure Report filed by and on behalf of VWC in December 1999.

The second limited partner is CIVS PA I, LLC, a Delaware limited liability company, which holds a 49 percent limited partnership interest in D&E Venture. CIVS PA I, LLC is also a wholly-owned subsidiary of CIVS III.